

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:)
ASSOCIATED GROCERS) Chapter 11
OF MAINE, INC.,) Case No. 11-11196 LHK
Debtor.)

**STATEMENT REGARDING RECEIVER'S AUTHORITY
TO SIGN AND FILE VOLUNTARY PETITION**

I, James C. Ebbert, of Aurora Management Partners Inc., declare under penalty of perjury that the Kennebec County Superior Court (the “State Court”) appointed me the Court-Appointed Receiver (the “Receiver”) for, Associated Grocers of Maine, Inc. (“Debtor”), pursuant to (a) that certain Consented-to Order Appointing Receiver issued by the State Court on April 27, 2011 (the “Original Receiver Order”), in the pending civil action entitled *Savings Bank of Maine v. Associated Grocers of Maine, Inc., et al.*, Civil Action Docket No. CV-11-92 (the “State Court Action”), a true copy of which Original Receiver Order is attached hereto as Exhibit A, and (b) that certain Amended and Restated Order Appointing Receiver issued by the State Court on June 15, 2011 (the “Amended Receiver Order”), in the State Court Action, a true copy of which Amended Receiver Order is attached hereto as Exhibit B. Both the Original Receiver Order and the Amended Receiver Order were issued with consent. Subsequent to the issuance of the Original Receiver Order, all directors of Debtor voluntarily resigned. As of the filing date of Debtor’s Voluntary Petition, Debtor had no officers or directors. Under the circumstances, and pursuant to the Original Receiver Order, the Amended Receiver Order, and applicable law, including without limitation Maine statutory law, case law, and common law, the Receiver is authorized to sign and file a voluntary petition with respect to Debtor in the United States Bankruptcy Court for the District of Maine.

The Original Receiver Order authorizes the Receiver, among other things, “[t]o manage, protect and preserve the Collateral (meaning all the property securing the Note) and, to the extent feasible, to wind up the business of Defendant, AGME . . . and to conduct an orderly shutdown of business operations . . . [and] [t]o do anything the Receiver reasonably deems necessary to perform the duties set forth above.” Moreover, the Amended Receiver Order authorizes the Receiver, among other things, “[t]o manage, protect and preserve the Collateral (meaning all the property securing the Note) and, to the extent feasible, to wind up the business of AGME . . . and to conduct an orderly shutdown, wind up, and/or liquidation of the business and assets of AGME until completed; . . . [t]o do all things AGME could or would do in the course of shutting down, winding up, and/or liquidating the business and assets of AGME; . . . [and] [t]o do anything the Receiver reasonably deems necessary to perform the duties set forth above.”

Dated: August 26, 2011.

James C. Ebbert, Court-Appointed Receiver
James C. Ebbert
Court-Appointed Receiver for Debtor,
Associated Grocers of Maine, Inc.

Aurora Management Partners, Inc.
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